

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

----- x  
IN RE REV GROUP, INC. DERIVATIVE :  
LITIGATION : Lead Case No. 19-cv-00009-MN  
: :  
----- x

**STIPULATION AND [PROPOSED] ORDER  
REGARDING TRANSFER OF ACTION**

**WHEREAS**, on January 3, 2019, Plaintiff Melvyn Klein (“Klein”) commenced a shareholder derivative action on behalf of nominal defendant REV Group, Inc. (“REV Group”) alleging, among other things, violations of federal securities laws, breaches of fiduciary duties, unjust enrichment, abuse of control, and waste of corporate assets against Tim Sullivan, Paul Bamatter, Jean Marie Canan, Dino Cusumano, Charles Dutil, Justin Fish, Kim Marvin, Joel Rotroff, and Donn Viola (collectively, the “Individual Defendants” and, together with REV Group, the “Defendants”), captioned *Klein v. Sullivan et. al.*, C.A. No. 19-cv-00009-MN (the “*Klein Action*”);

**WHEREAS**, on March 20, 2019, Plaintiff Travis Voll (“Voll”) (together with Klein, the “Plaintiffs”) commenced a shareholder derivative action on behalf of nominal defendant REV Group alleging, among other things, violations of federal securities laws, breaches of fiduciary duties, unjust enrichment, abuse of control, and waste of corporate assets against the Individual Defendants, captioned *Voll v. Sullivan et. al.*, C.A. No. 19-cv-00543-MN (the “*Voll Action*”);

**WHEREAS**, on April 9, 2019, the Court consolidated the *Klein Action* and the *Voll Action* under the caption *In re REV Group, Inc. Derivative Litigation*, Consol. C.A. No. 1:19-00009-MN (the “Derivative Action”);

**WHEREAS**, a consolidated putative securities class action involving related claims and defenses, included alleged violations of section 10(b) of the Securities Exchange Act and Rule 10b-5 promulgated thereunder, is pending in the U.S. District Court for the Eastern District of Wisconsin, captioned *In re REV Group, Inc. Securities Litigation*, Consol. C.A. No. 2:18-cv-1268-LA (the “Securities Class Action”);

**WHEREAS**, REV Group’s headquarters and principal executive offices are located in Milwaukee, Wisconsin within the Eastern District of Wisconsin;

**WHEREAS**, there is substantial overlap between the facts and circumstances that form the basis of the allegations in this Derivative Action and the Securities Class Action, such that the convenience of the parties and witnesses would be served by having the two actions before the same federal court;

**WHEREAS**, Plaintiffs and Defendants have reached an agreement in principle to settle this Derivative Action, and the parties to the Securities Class Action similarly have reached an agreement in principle for a settlement that will be presented for court approval in the Eastern District of Wisconsin;

**WHEREAS**, Plaintiffs and Defendants have conferred and believe that transfer of this Derivative Action would serve the interests of judicial efficiency, so that a single court will rule on the approval of the proposed settlements of this Derivative Action and the Securities Class Action; and

**WHEREAS**, Plaintiffs and Defendants jointly consent to the transfer of the Derivative Action to the U.S. District of Court for the Eastern District of Wisconsin pursuant to 28 U.S.C. § 1404(a).

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED** by and among Plaintiffs and Defendants, through their undersigned counsel, subject to the approval of the Court,

that the Derivative Action shall be transferred to the U.S. District Court for the Eastern District of Wisconsin.

DATED: March 1, 2021

Respectfully submitted,

**RICHARDS, LAYTON & FINGER, P.A.**

*/s/ Katharine L. Mowery*

GREGORY P. WILLIAMS (#2168)  
STEVEN J. FINEMAN (#4025)  
KATHARINE L. MOWERY (#5629)  
920 North King Street  
Wilmington, DE 19801  
(302) 651-7700  
williams@rlf.com  
fineman@rlf.com  
mowery@rlf.com

**ROPES & GRAY LLP**

RANDALL W. BODNER  
MARK A. CIANCI  
Prudential Tower, 800 Boylston Street  
Boston, MA 02199  
(617) 951-7000  
randall.bodner@ropesgray.com  
mark.cianci@ropesgray.com

**ROPES & GRAY LLP**

ANNE JOHNSON PALMER  
Three Embarcadero Center  
San Francisco, CA 94111-4006  
(415) 315-6300  
anne.johnsonpalmer@ropesgray.com

*Counsel for Defendants REV Group Inc., Tim Sullivan, Paul Bamatter, Jean Marie Canan, Dino Cusumano, Charles Dutil, Justin Fish, Kim Marvin, Joel Rotroff, and Donn Viola*

**BIELLI & KLAUDER, LLC**

/s/ Ryan M. Ernst

RYAN M. ERNST (Bar. No. 4788)  
1204 N. King Street  
Wilmington, DE 19801  
Telephone: (302) 803-4600  
Facsimile: (302) 397-2557  
rernst@bk-legal.com

*Local Counsel for Plaintiff Melvyn Klein*

**GAINEY MCKENNA & EGLESTON**  
THOMAS J. MCKENNA  
GREGORY M. EGLESTON  
501 Fifth Avenue, 19th Floor  
New York, NY 10017  
Telephone: (212) 983-1300  
Facsimile: (212) 983-0383  
tjmckenna@gme-law.com  
gegleston@gme-law.com

*Co-Lead Counsel and Counsel for Plaintiff  
Melvyn Klein*

**FARNAN LLP**

*/s/ Brian E. Farnan*

---

BRIAN E. FARNAN (Bar No. 4089)  
MICHAEL J. FARNAN (Bar No. 5165)  
919 N. Market St., 12th Floor  
Wilmington, DE 19801  
Telephone: (302) 777-0300  
Facsimile: (302) 777-0301  
bfarnan@farnanlaw.com  
mfarnan@farnanlaw.com

*Local Counsel for Plaintiff Travis Voll*

**THE ROSEN LAW FIRM, P.A.**

PHILLIP KIM  
275 Madison Avenue, 40th Floor  
New York, NY 10016  
Telephone: (212) 686-1060  
Facsimile: (212) 202-3827  
pkim@rosenlegal.com

*Co-Lead Counsel and Counsel for Plaintiff  
Travis Voll*

**IT IS SO ORDERED.**

Dated: \_\_\_\_\_, 2021

---

HON. MARYELLEN NOREIKA  
UNITED STATES DISTRICT JUDGE